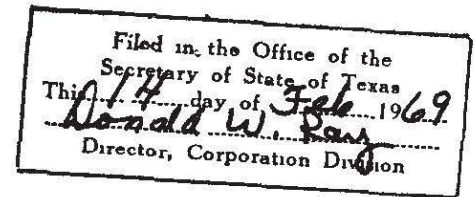


ARTICLES OF MERGER  
OF DOMESTIC CORPORATIONS  
INTO REF-CHEM COMPANY



The undersigned domestic corporations pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act hereby adopt the following Articles of Merger:

FIRST: The Plan of Merger is as follows:

1. The names of the corporations proposing to merge are as follows:

Ref-Chem Company (Texas corporation),

Ref-Chem Engineering and Construction Company (Texas corporation), hereinafter sometimes called "Ref-Chem E & C," and

Arcy Equipment Leasing Co., Inc. (Texas Corporation), hereinafter sometimes called "Arcy."

Said Ref-Chem Engineering and Construction Company and Arcy Equipment Leasing Co., Inc., sometimes called "the merging corporations" are to be merged into Ref-Chem Company, sometimes called "the surviving corporation." All of the aforesaid corporations are hereinafter sometimes collectively called "constituent corporations."

2. (a) Upon the merger becoming effective pursuant to Article 5.05 of the Texas Business Corporation Act, a separate existence of

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the merging corporations shall cease (except insofar as either may continue by statute) and the merging corporations shall be merged into the surviving corporation in accordance with provisions of this Plan of Merger.

(b) The Certificate representing all of the outstanding stock of Ref-Chem Engineering and Construction Company, all of which is owned by Ref-Chem Company, shall be cancelled and no stock of the surviving corporation shall be issued in lieu thereof.

(c) The Certificate representing all of the outstanding stock of Arcy Equipment Leasing Co., Inc., all of which is owned by Ref-Chem Company, shall be cancelled and no stock of the surviving corporation shall be issued in lieu thereof.

(d) The 100,000 outstanding shares of the capital stock of the Surviving Corporation, 48,000 shares of which is owned by El Paso Products Company, 47,000 shares of which is owned by James L. Baker and 5,000 shares of which is owned by Jack S. Elliott, shall remain outstanding.

3. (a) Upon the merger becoming effective, Article ONE of the Articles of Incorporation, as amended, of the Surviving Corporation shall be amended to read as follows:

"The name of the corporation shall be  
RC-AEL COMPANY. "

(b) Upon the merger becoming effective, the stated capital of the Surviving Corporation shall be \$500,000 represented by 100,000 shares of common stock issued and outstanding, 48,000 shares of which are owned by El Paso Products Company, 47,000 shares of which are owned by James L. Baker and 5,000 shares of which are owned by Jack S. Elliott.

4. The Articles of Incorporation, as amended, of the Surviving Corporation as the same shall exist on the effective date of the merger, except as amended aforesaid, shall be and remain the Articles of Incorporation of the Surviving Corporation until amended in accordance with law.

5. Upon the merger becoming effective, the Surviving Corporation shall, without other transfer, act or deed, succeed to and possess all the rights, privileges, powers, authority, franchises and immunities of a public as well as of a private nature of the Merging Corporations and all property, real, personal and mixed, and all debts due on whatever account including subscriptions to shares and all other choses in action and all and every other interest of or belonging to or due the Merging Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed; and all such property, rights, privileges, powers, franchises and immunities and all interests shall be thereafter as effectively

the property of the Surviving Corporation as they were of the Merging Corporations and the title to any real estate or any interest therein vested by deed or otherwise under the laws of the State of Texas or of any other states of the United States in the Merging Corporations shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of the Merging Corporations shall be preserved unimpaired, limited in lien to the property affected by said liens at the time of the merger. The Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of the Merging Corporations and the same may be enforced against it to the same extent as if said liabilities and obligations had been incurred or contracted by it.

6. If at any time the Surviving Corporation shall deem it necessary or advisable that any further assignments or assurances in law be made to vest or to perfect or confirm of record or otherwise the title to any property of the Merging Corporations acquired or to be acquired by reason of this merger, said Merging Corporations and the proper officers thereof shall and will execute and deliver any and all such proper deeds, assignments and assurances in law and do all things necessary or proper so to vest, perfect or confirm title to such property, and otherwise to carry out the purposes of the Plan of Merger.



7. The Bylaws of the Surviving Corporation, as they exist on the effective date of the merger, shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed. The consummation of the merger shall not effect any change in the personnel of the Board of Directors of the Surviving Corporation and the executive or administrative officers of the Surviving Corporation shall remain the officers of the Surviving Corporation until the Board of Directors of the Surviving Corporation shall elect their respective successors.

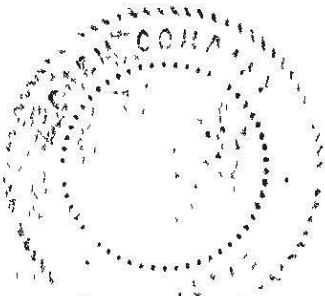
SECOND: The number of shares outstanding of each of the Constituent Corporations is as follows.

<u>Name of Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares Outstanding</u>
Ref-Chem Company	Common stock	100, 000
Ref-Chem E & C	Common stock	20, 000
Arcy	Common stock	5, 000

THIRD: A. The Board of Directors of each of the Constituent Corporations has adopted and approved the Plan of Merger as set forth in Article FIRST hereof by resolutions duly adopted and each of said Boards has directed that said Plan of Merger be submitted to the stockholders of the respective corporations for adoption and approval in accordance with Article 5.03 of the Texas Business Corporation Act.

B. The holders of all of the outstanding capital stock of each of the Constituent Corporations by written consents have adopted and approved the Plan of Merger as set forth in Article FIRST hereof as evidenced by the written consents attached hereto as authorized by Article 9.10 of the Texas Business Corporation Act.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in duplicate in its name by its President or one of its Vice Presidents and its Secretary or one of its Assistant Secretaries as of the 13<sup>th</sup> day of February, 1969.



(corporate seal)

REF-CHEM COMPANY

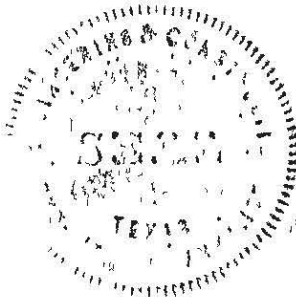
By *W. H. Martin*  
President

By *A. B. Scott*  
Secretary

REF-CHEM ENGINEERING AND  
CONSTRUCTION COMPANY

By *W. H. Martin*  
President

By *A. B. Scott*  
Secretary



(corporate seal)

ARCY EQUIPMENT LEASING CO., INC.

By *W. H. Martin*  
President

By *A. B. Scott*  
Secretary



(corporate seal)

CERTIFICATE OF SECRETARY

OF

REF-CHEM COMPANY

I, A. B. SCOTT, Secretary of REF-CHEM COMPANY, a Texas corporation, being first duly sworn, hereby certify that the Plan of Merger set forth in the Articles of Merger, to which this Certificate is attached, was, by resolution adopted by the Board of Directors of Ref-Chem Company, on the 13th day of February, 1969, approved and adopted on behalf of said corporation and thereafter was duly approved and adopted by the owners and holders of all the outstanding capital stock of Ref-Chem Company pursuant to Article 9.10 of the Texas Business Corporation Act, as evidenced by the consents hereto annexed signed by such owners and holders.

WITNESS MY HAND and the seal of said corporation this 13th day of February, 1969.

(corporate seal)

A B Scott  
Secretary

STATE OF TEXAS )

COUNTY OF ECTOR )

SWORN AND SUBSCRIBED BEFORE ME this 13th day of February, 1969.

(Notary Seal)

Reba Van Zandt  
Notary Public

Reba Van Zandt Notary Public  
County of Ector, Texas  
My commission expires Jan 1st 1969

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CERTIFICATE OF SECRETARY

OF

REF-CHEM ENGINEERING AND CONSTRUCTION COMPANY

I, A. B. SCOTT, Secretary of Ref-Chem Engineering and Construction Company, a Texas corporation, being first duly sworn, hereby certify that the Plan of Merger set forth in the Articles of Merger, to which this Certificate is attached, was, by resolution adopted by the Board of Directors of Ref-Chem Engineering and Construction Company, on the 13th day of February, 1969, approved and adopted on behalf of said corporation and thereafter was duly approved and adopted by the owner and holder of all the outstanding capital stock of Ref-Chem Engineering and Construction Company pursuant to Article 9.10 of the Texas Business Corporation Act, as evidenced by the consent hereto annexed signed by such owner and holder.

WITNESS MY HAND and the seal of said corporation this 13th day of February, 1969.

(corporate seal)

THE STATE OF TEXAS )  
COUNTY OF ECTOR )

A.B. Scott  
Secretary

SWORN AND SUBSCRIBED BEFORE ME this 13th day of

February, 1969.

(notary seal)

Reba Van Zandt  
Notary Public

Reba Van Zandt Notary Public  
County of Ector, Texas  
My commission expires Jan 1st 1969

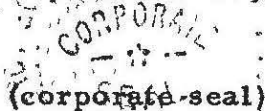
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CERTIFICATE OF SECRETARY  
OF  
ARCY EQUIPMENT LEASING CO., INC.

I, A. B. SCOTT, Secretary of Arcy Equipment Leasing Co., Inc.,  
a Texas corporation, being first duly sworn, hereby certify that the  
Plan of Merger set forth in the Articles of Merger, to which this  
Certificate is attached, was, by resolution adopted by the Board of  
Directors of Arcy Equipment Leasing Co., Inc. on the 13th day of  
February, 1969, approved and adopted on behalf of said  
corporation and thereafter was duly approved and adopted by the owner  
and holder of all the outstanding capital stock of Arcy Equipment  
Leasing Co., Inc. pursuant to Article 9.10 of the Texas Business  
Corporation Act, as evidenced by the consent hereto annexed signed  
by such owner and holder.

WITNESS MY HAND and the seal of said corporation this 13th  
day of February, 1969.

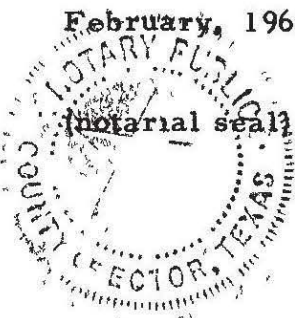
  
(corporate seal)

  
Secretary

THE STATE OF TEXAS     )  
                                      )  
COUNTY OF ECTOR        )

SWORN AND SUBSCRIBED BEFORE ME this 13th day of

February, 1969.



  
Notary Public

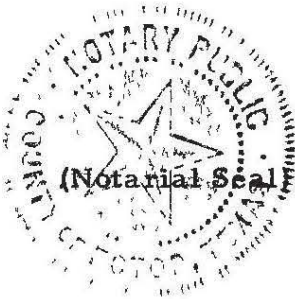
Reba Van Zandt Notary Public  
County of Ector, Texas  
My commission expires June 1st, 1969

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VERIFICATION OF OFFICER  
OF  
REF-CHEM COMPANY

THE STATE OF TEXAS   )  
                                  )  
COUNTY OF ECTOR     )

I, Reba Van Zandt, a Notary Public, do hereby  
certify that on this 13th day of February, 1969, personally appeared  
before me W. K. Martin, who, being by me first duly  
sworn, declared that he is the President of REF-CHEM COMPANY, a  
corporation of the State of Texas, that he signed the foregoing document  
as President of said corporation, and that the statements therein contained  
are true.



Reba Van Zandt  
Notary Public

Reba Van Zandt Notary Public  
County of Ector, Texas  
My commission expires June 1st, 1969

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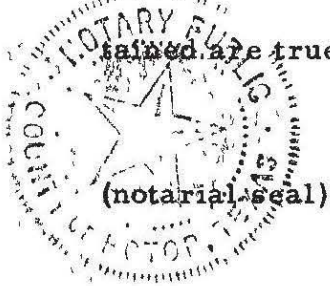
VERIFICATION OF OFFICER

OF

REF-CHEM ENGINEERING AND CONSTRUCTION COMPANY

STATE OF TEXAS       )  
                              )  
COUNTY OF ECTOR     )

I, Reba Van Zandt, a Notary Public, do  
hereby certify that on this 13th day of February,  
1969, personally appeared before me W. K. Martin,  
who, being by me first duly sworn, declared that he is the President  
of REF-CHEM ENGINEERING AND CONSTRUCTION COMPANY, a  
corporation of the State of Texas, that he signed the foregoing document  
as President of said corporation, and that the statements therein con-  
tained are true.



Reba Van Zandt  
Notary Public

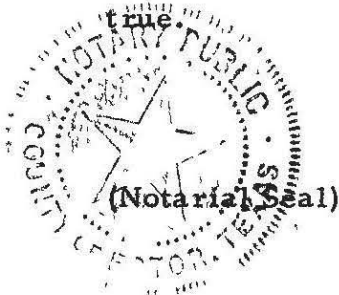
Reba Van Zandt Notary Public  
County of Ector, Texas  
My commission expires June 1st, 1969

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VERIFICATION OF OFFICER  
OF  
ARCY EQUIPMENT LEASING CO., INC.

STATE OF TEXAS     )  
                              )  
COUNTY OF ECTOR    )

I, Reba Van Zandt, a Notary Public, do  
hereby certify that on this 13th day of February,  
1969, personally appeared before me W. K. Martin,  
who, being by me first duly sworn, declared that he is the President  
of ARCY EQUIPMENT LEASING CO., INC., a corporation of the  
State of Texas, that he signed the foregoing document as President  
of said corporation, and that the statements therein contained are



Reba Van Zandt  
Notary Public

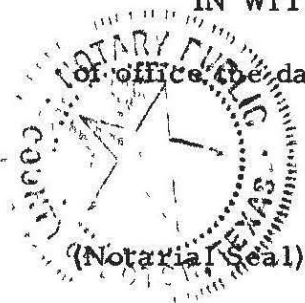
Reba Van Zandt Notary Public  
County of Ector, Texas  
My commission expires June 1st, 1969



STATE OF TEXAS       )  
                              )  
COUNTY OF ECTOR     )

BE IT REMEMBERED that on this 13th day of February,  
A.D., 1969, personally came before me, Reba Van Zandt,  
a Notary Public in and for the County and State aforesaid,  
W. K. Martin, President of REF-CHEM COMPANY,  
a corporation of the State of Texas, the corporation described in and  
which executed the foregoing instrument, known to me personally to be  
such, and he, the said W. K. Martin as such  
President, duly executed said instrument before me and acknowledged  
the said instrument to be his act and deed and the act and deed of said  
corporation; that the signatures of said President and of the Secretary  
of said corporation to said foregoing instrument are in the handwriting  
of the said President and Secretary of said corporation respectively  
and that the seal affixed to said instrument is the common or corporate  
seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
of office, the day and year aforesaid.



Reba Van Zandt  
Notary Public

Reba Van Zandt Notary Public  
County of Ector, Texas  
My commission expires June 1st 1969

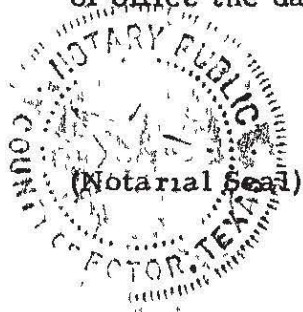
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STATE OF TEXAS     )  
                              )  
COUNTY OF ECTOR    )

BE IT REMEMBERED that on this 13th day of February,  
A.D., 1969, personally came before me, Reba Van Zandt,  
a Notary Public in and for the County and State aforesaid,

W. K. Martin, President of REF-CHEM ENGINEERING  
AND CONSTRUCTION COMPANY, a corporation of the State of Texas,  
the corporation described in and which executed the foregoing instrument,  
known to me personally to be such, and he, the said W. K. Martin  
as such President, duly executed said instrument before me and acknow-  
ledged the said instrument to be his act and deed and the act and deed of  
said corporation; that the signatures of said President and of the Secretary  
of said corporation to said foregoing instrument are in the handwriting  
of the said President and Secretary of said corporation, respectively,  
and that the seal affixed to said instrument is the common or corporate  
seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
of office the day and year aforesaid.



Reba Van Zandt  
Notary Public

Reba Van Zandt Notary Public  
County of Ector, Texas  
My commission expires June 1st, 1969

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STATE OF TEXAS     )  
                              )  
COUNTY OF ECTOR    )

BE IT REMEMBERED that on this 13th day of February,  
A. D., 1969, personally came before me, Reba Van Zandt,  
a Notary Public in and for the County and State aforesaid,

W. K. Martin, President of ARCY EQUIPMENT  
LEASING CO., INC., a corporation of the State of Texas, the  
corporation described in and which executed the foregoing instrument,  
known to me personally to be such, and he, the said W. K. Martin  
as such President, duly executed said instrument before me and acknow-  
ledged the said instrument to be his act and deed and the act and deed of  
said corporation; that the signatures of said President and of the Secretary  
of said corporation to said foregoing instrument are in the handwriting  
of the said President and Secretary of said corporation, respectively,  
and that the seal affixed to said instrument is the common or corporate  
seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
of office the day and year aforesaid.



Reba Van Zandt  
Notary Public

Reba Van Zandt Notary Public  
County of Ector, Texas  
My commission expires June 1st, 1969

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Consent of El Paso Products Company, as Stockholder  
of  
REF-CHEM COMPANY

The undersigned, EL PASO PRODUCTS COMPANY, a Texas corporation, the owner and holder of 48% of the outstanding shares of stock of Ref-Chem Company, to-wit: 48,000 shares of common stock of the par value of \$5.00 per share, pursuant to Article 9.10 of the Texas Business Corporation Act hereby waives all notices called for under Article 5.03 of said Act and approves, adopts and consents to the Plan of Merger whereby Ref-Chem Engineering and Construction Company and Arcy Equipment Leasing Co., Inc. will be merged into Ref-Chem Company as set forth in the Articles of Merger to which this consent is attached.

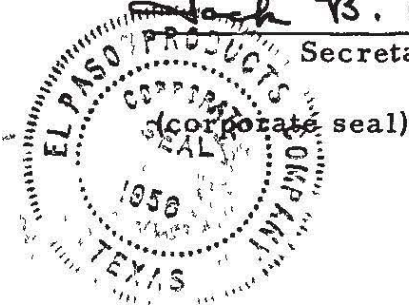
IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed by its President or one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries, this 13th day of February, 1969.

EL PASO PRODUCTS COMPANY

ATTEST:

By *J. B. Owen*  
Vice President

*J. B. Owen*  
Secretary



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Consent of James L. Baker, as Stockholder  
of  
REF-CHEM COMPANY

The undersigned, James L. Baker, the owner and holder of 47% of the outstanding shares of stock of Ref-Chem Company, to-wit: 47,000 shares of common stock of the par value of \$5.00 per share, pursuant to Article 9.10 of the Texas Business Corporation Act hereby waives all notices called for under Article 5.03 of said Act and approves, adopts and consents to the Plan of Merger whereby Ref-Chem Engineering and Construction Company and Arcy Equipment Leasing Co., Inc. will merge into Ref-Chem Company as set forth in the Articles of Merger to which this consent is attached.

IN WITNESS WHEREOF, the undersigned has signed this instrument as of the 13th day of February, 1969.

  
JAMES L. BAKER



Consent of Jack S. Elliott, as Stockholder  
of  
REF-CHEM COMPANY

The undersigned, Jack S. Elliott, the owner and holder of 5% of the outstanding shares of stock of Ref-Chem Company, to-wit: 5,000 shares of common stock of the par value of \$5.00 per share, pursuant to Article 9.10 of the Texas Business Corporation Act hereby waives all notices called for under Article 5.03 of said Act and approves, adopts and consents to the Plan of Merger whereby Ref-Chem Engineering and Construction Company and Arcy Equipment Leasing Co., Inc. will be merged into Ref-Chem Company as set forth in the Articles of Merger to which this consent is attached.

IN WITNESS WHEREOF, the undersigned has signed this instrument as of the 13th day of February, 1969.

  
JACK S. ELLIOTT

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Consent of Ref-Chem Company, as Sole Stockholder  
of  
REF-CHEM ENGINEERING AND CONSTRUCTION COMPANY

The undersigned, Ref-Chem Company, a Texas corporation, the owner and holder of all outstanding shares of capital stock of Ref-Chem Engineering and Construction Company, to-wit: 20,000 shares of the par value of \$5.00 per share, pursuant to Article 9.10 of the Texas Business Corporation Act, hereby waives all notices called for under Article 5.03 of the said Act and approves, adopts and consents to the Plan of Merger, between Ref-Chem Company, Ref-Chem Engineering and Construction Company, and Arcy Equipment Leasing Co., Inc. as set forth in the Articles of Merger to which this consent is attached.

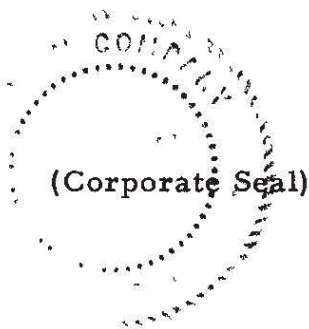
IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed by its President and its corporate seal to be hereunto affixed this 13th day of February, 1969.

REF-CHEM COMPANY

By



President



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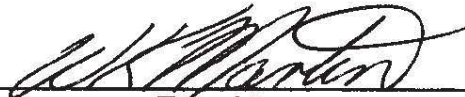
Consent of Ref-Chem Company, as Sole Stockholder  
of  
ARCY EQUIPMENT LEASING CO., INC.

The undersigned, Ref-Chem Company, a Texas corporation,  
the owner and holder of all outstanding shares of capital stock of  
Arcy Equipment Leasing Co., Inc., to-wit: 5,000 shares of the par  
value of \$5.00 per share, pursuant to Article 9.10 of the Texas  
Business Corporation Act, hereby waives all notices called for under  
Article 5.03 of the said Act and approves, adopts and consents to the  
Plan of Merger, between Ref-Chem Company, Ref-Chem Engineering  
and Construction Company, and Arcy Equipment Leasing Co., Inc., as  
set forth in the Articles of Merger to which this consent is attached.

IN WITNESS WHEREOF, the undersigned has caused this  
instrument to be executed by its President and its corporate seal to  
be hereunto affixed this 13<sup>th</sup> day of February, 1969.

REF-CHEM COMPANY

By



President

